

1 SCOTT H. McNUTT (CSBN 104696)  
324 Warren Road  
San Mateo, California 94402  
2 Telephone: (415) 760-5601  
Email: smcnutt@ml-sf.com  
3

Counsel to the Fee Examiner  
4  
5  
6

7 UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
8 SAN FRANCISCO DIVISION

9 In re  
PG&E CORPORATION,

10 - and -

11 PACIFIC GAS AND ELECTRIC  
COMPANY,

12 Debtors.

- 13 ☐ Affects PG&E Corporation  
14 ☐ Affects Pacific Gas and Electric Company  
☒ Affects both Debtors

15 \* All papers shall be filed in the Lead Case,  
No. 19-30088 (DM)  
16  
17  
18  
19  
20  
21

Bankruptcy Case  
No. 19-30088 (DM)  
(Lead Case)  
(Jointly Administered)

Chapter 11

**SUMMARY OF APPLICATION OF  
SCOTT H. McNUTT FOR FINAL  
ALLOWANCE AND PAYMENT OF  
COMPENSATION FOR THE PERIOD  
OF APRIL 12, 2019 THROUGH AND  
INCLUDING APRIL 1, 2021**

Date: March 24, 2021  
Time: 10:00 a.m. (Pacific Time)  
Place: United States Bankruptcy Court  
Courtroom 17,  
450 Golden Gate Avenue  
16<sup>th</sup> Floor  
San Francisco, CA  
(Telephonic/Video Appearances Only)

Judge: Hon. Dennis Montali

Objection Deadline: March 17, 2021

1 **General Information**

2 Name of Applicant: Scott H. McNutt (“**Applicant**”)

3 Role: Counsel to Fee Examiner

4 Retention Date: April 12, 2019

5 Prior Applications: None

6 **Summary of Fees and Expenses Sought in this Application**

7 Time Period Covered by this Application: April 12, 2019 through and including April 1, 2021

8 Amount of Compensation Sought as Actual, Reasonable,  
and Necessary for the Final Compensation Period: \$638,605.00

9 Amount of Expense Reimbursement Sought As Actual,  
Reasonable, and Necessary for the Final Compensation  
10 Period: \$ 0

11 **Summary of Rates and Other Related Information in this Application**

12 Scott H. McNutt Year of Admission: 1982

13 Scott H. McNutt Hourly Rate: \$850/hour

14 This is a(n) Interim \_\_\_ Final X Fee Application

15 **Summary of Compensation by Project**

Project	Hours	Fee
16 A. Initial Due Diligence	53.7	\$ 45,645
17 B. Scott McNutt Employment Application	35.1	\$ 29,835
18 C. Negotiate Form of Protocol and Obtain Approval of Protocol Binding All Fee Applicants	67.5	\$ 57,375
19 D. Motion to Approve Fee Procedures	82.9	\$ 70,465
20 E. Notice of Hearing on Compromises with Fee Examiner and Fee Applicants of Interim Fee Applications (1st Set)	65.9	\$ 56,015
21 F. Notice of Hearing on Compromises with Fee Examiner and Fee Applicants of Interim Fee Applications (2nd Set)	9.3	\$ 7,905
G. Notice of Hearing on Compromises with Fee Examiner and Fee Applicants of Interim Fee Applications (3rd Set)	43.1	\$ 36,635

H. Notice of Hearing on Compromises with Fee Examiner and fee Applicants of Interim Fee Applications (4th Set)	42.4	\$ 36,040
I. First Status Report	41.8	\$ 35,530
J. Second Status Report	50.1	\$ 42,585
K. Final Fee Applications (1st Set) and Orders Thereon	46.2	\$ 39,270
L. Final Fee Applications (2nd Set) and Orders Thereon	61.8	\$ 52,530
M. Final Fee Applications (3rd Set) and Orders Thereon	49.3	\$ 41,905
N. Negotiate Baker Hostetler Interim Fee Applications	17.3	\$ 14,705
O. Negotiate Baker Hostetler Final Fee Application	23.3	\$ 19,805
P. Negotiate Weil, Gotshal & Manges Final Fee Application	9.1	\$ 7,735
Q. Preparation of First and Final Fee Application	22.5	\$ 19,125
<b>Total</b>	<b>721.3</b>	<b>\$ 613,105</b>

Estimated Fees Before Hearing 30.0 \$ 25,500

**Grand Total      751.3    \$638,605**

**Summary of Compensation by Task Code**

(Excludes Estimated Fees Before Hearing)

Task Code	Hours	Fee
1. Fact Gathering	105.9	\$ 90,015
2. Researching Law	3.2	\$ 2,720
3. Client Communications	7.3	\$ 6,205
4. 3rd Party Communications	44.9	\$ 38,165
5. Document Review	95.7	\$ 81,345
6. Document Preparation/Filing	339.8	\$ 288,830
7. Negotiation Revision, Responses	116.8	\$ 99,280
9. Appear at Hearings	7.7	\$ 6,545
<b>Total</b>	<b>721.3</b>	<b>\$ 613,105</b>

1 SCOTT H. McNUTT (CSBN 104696)  
324 Warren Road  
San Mateo, California 94402  
2 Telephone: (415) 760-5601  
Email: smcnutt@ml-sf.com  
3

Counsel to the Fee Examiner  
4  
5  
6

7 UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
8 SAN FRANCISCO DIVISION

9 In re  
PG&E CORPORATION,

10 - and -

11 PACIFIC GAS AND ELECTRIC  
COMPANY,

12 Debtors.

- 13 ☐ Affects PG&E Corporation  
14 ☐ Affects Pacific Gas and Electric Company  
☒ Affects both Debtors

15 \* All papers shall be filed in the Lead Case,  
No. 19-30088 (DM)

Bankruptcy Case  
No. 19-30088 (DM)  
(Lead Case)  
(Jointly Administered)

Chapter 11

**APPLICATION OF SCOTT H. McNUTT  
FOR FIRST AND FINAL ALLOWANCE  
AND PAYMENT OF COMPENSATION  
FOR THE PERIOD OF APRIL 12, 2019  
THROUGH AND INCLUDING APRIL 1,  
2021**

Date: March 24, 2021  
Time: 10:00 a.m (Pacific Time)  
Place: United States Bankruptcy Court  
Courtroom 17,  
450 Golden Gate Avenue  
16<sup>th</sup> Floor  
San Francisco, CA  
(Telephonic/Video Appearances Only)

Judge: Hon. Dennis Montali

Objection Deadline: March 17, 2021

19  
20 Scott H. McNutt (“**McNutt**”), Counsel to the PG&E Fee Examiner (the “**Fee Examiner**”)  
21 in the above-captioned Chapter 11 Cases (the “**Bankruptcy Cases**” ), hereby submits his First

1 and Final Fee Application (the “**Final Fee Application**”) for final allowance and payment of  
2 compensation for professional services rendered for the period commencing April 12, 2019,  
3 through March 1, 2021, pursuant to sections 330 and 331 of title 11 of the United States Code (the  
4 “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the  
5 “**Bankruptcy Rules**”), the *Guidelines for Compensation and Expense Reimbursement of*  
6 *Professionals and Trustees* (the “**Northern District Guidelines**”), the *United States Trustee*  
7 *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed*  
8 *Under 11 U.S.C. § 330* (the “**UST Guidelines**”), and the Local Bankruptcy Rules for the Northern  
9 District of California.

10 As set forth below, Applicant requests award of \$613,105 in fees incurred, which reflects  
11 721.3 hours at an hourly rate of \$850 an hour. In addition, Applicant seeks award of an additional  
12 \$25,500, which represents 30 hours of additional time that will be incurred addressing certain  
13 matters arising from this date and before the Hearing, all as set forth below. **In total, Applicant**  
14 **seeks award of \$638,605.00. Applicant seeks no expenses.**

15 The First and Final Fee Application is based upon the points and authorities cited herein,  
16 the Certification of Scott H. McNutt filed concurrently herewith, the Declaration of the Fee  
17 Examiner in Support of the First and Final Fee Application, the exhibits attached hereto and the  
18 pleadings, papers, and records on file in this case.

19 **Exhibits are attached hereto as follows:**

- 20 **A. Order Authorizing Employment of Scott H. McNutt as Counsel to the Fee**  
21 **Examiner (Doc. 2614)**
- B. Detailed Time Billing Reports Sorted by Project**
- C. Certification of Scott H. McNutt in Support of First and Final Fee Application**
- D. Declaration of the Fee Examiner in Support of the First and Final Fee Application**

1 **I. BACKGROUND**

2 **A. Appointment of Professor Bruce A. Markell as the Fee Examiner in the**  
3 **Bankruptcy Cases**

4 On May 28, 2019, this Court entered its Order Appointing Fee Examiner and establishing  
5 Procedures for Consideration of Requested Fee Compensation and Reimbursement of Expenses  
6 (“Order Appointing Fee Examiner”) (Doc. 2267). The Order appointed Professor Bruce A. Markell  
7 as the Fee Examiner in these cases.

8 **B. Appointment of Scott H. McNutt as Counsel to the Fee Examiner**

9 On June 19, 2019, this Court entered its Order Authorizing Employment of Scott H.  
10 McNutt, Nunc Pro Tunc to April 12, 2019.

11 **C. Jurisdiction**

12 This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. sections 157 and  
13 1334. This is a core proceeding pursuant to 28 U.S.C. section 157(b). Venue is proper before this  
14 Court pursuant to 28 U.S.C. sections 1408 and 1409.

15 **II. PROJECT BILLING AND NARRATIVE STATEMENT OF SERVICES**  
16 **RENDERED FOR FIRST AND FINAL FEE PERIOD COMMENCING APRIL 12,**  
17 **2019 AND ENDING APRIL 1, 2021**

18 **Introduction**

19 Applicant is pleased to submit its first and final fee application in these extraordinary  
20 cases. Representing the Fee Examiner was both an honor as well as an opportunity to play a  
21 constructive role in moving these cases in an efficient and orderly manner. At the highest level,  
Applicant supported the Fee Examiner in twin objectives. First, the Fee Examiner had to create a  
“Protocol” that served as a guidebook to acceptable and unacceptable billing practices for the 32  
professionals employed in these cases. The Protocol is largely prospective in operation in that it  
tells professionals in advance what will be acceptable. If they follow the Protocols guidance, they  
should have few unpleasant surprises. Second, the Fee Examiner had to manage the legally and  
administratively complex task of retrospectively reviewing interim and final fee applications. In  
this the Fee Examiner has been extraordinarily successful. As he will describe in his own motion  
seeking approval of his fees, filed simultaneously herewith, he has reviewed over \$500,000,000 in

1 fees and exacted more than \$20,000,000 in concessions. And this result understates the benefit to  
2 the estates, as the Protocol has stopped a great deal of billing before it ever reached a fee  
3 application.

4 Set forth below are 17 project billing categories that describe Applicant's efforts. These  
5 projects are more or less chronological, although there is some overlap. In addition to the  
6 narrative set forth below, the time billing entries are also attached, and Applicant has made an  
7 effort for these to provide a readable guide to the work performed. Over the course of nearly two  
8 years, Applicant has billed 721.3 hours at an hourly rate of \$850/hour for total fees of \$613,105.

9 Applicant files this Final Fee Application while there is still outstanding work regarding  
10 the Notice of Final Fee Applications (3<sup>rd</sup> Set) (Doc. 10081), which was approved earlier today.  
11 This concerns 19 approved final fee applications. Applicant's impetuous action in filing this  
12 Application now is explained by the fact that both Applicant and the Fee Examiner are eager to  
13 bring their involvement in these cases to a close, and toward this end have brought to conclusion  
14 32 final fee applications in the last 90 days. The only outstanding work Applicant is aware of will  
15 be the approval of the 19 orders approving the subject final fee applications as well as  
16 miscellaneous tasks related to this fee application and the Fee Examiner's Application, which will  
17 be filed immediately after this Application. Applicant estimates that the process of approving the  
18 orders and seeing that they are filed will take more than 30 hours of time (each order requires  
19 reaching agreement as to the calculation of final numbers – usually this is not an issue, once in a  
20 while it is an issue). Applicant would like the Court to add 30 hours of time (\$25,500 in fees) to  
21 this Final Fee Application. If actual fees are higher, Applicant will write this off. If actual fees  
are less than 30 hours, Applicant will true this up in the Order Applicant submits.

#### 18 **A. Initial Due Diligence**

19 Fee Examiners are only appointed in extraordinary cases. They are sufficiently uncommon  
20 that Applicant initially investigated the use of Fee Examiners in other cases to get a sense for what  
21 worked and what did not in other cases.

1 In the PG&E cases, the Fee Examiner was not appointed until the case was well underway.  
2 This caused problems. Prior to the appointment of the Fee Examiner, the Court had already  
3 entered its Order Pursuant to 11 U.S.C. Sec 331 and 105(a) and Fed. R. Bankr. P. 2016 for  
4 Authority to Establish Procedures for Interim Compensation and Reimbursement of Expenses of  
5 Professionals (Doc. 701) ("**Fee Procedures Order**"). Understandably, the numerous Retained  
6 Professionals were unwilling to give up rights they believed they already had under the Fee  
7 Procedures Order. This interfered with the Fee Examiner's efforts to establish the Protocol, and to  
8 enforce adherence to its terms, as an important part of the fee process. As well, under the Fee  
9 Procedures Order, the first set of interim fee applications were coming due shortly after the Fee  
10 Examiner was employed. Each individual Fee Applicant wanted to assert their individual position  
11 and were wary of agreeing to policies and procedures that would cover all retained counsel.

12 Central to the Fee Examiner's objectives was the use of computer-generated data analytics  
13 to take a first pass at the millions of time billing entries that were being generated in these cases.  
14 Toward this end, the Fee Examiner sought out the services of Legal Decoder to provide these  
15 services. Once Legal Decoder took its first pass, the Fee Examiner assembled a team of fee  
16 reviewers to take a closer pass. All this was done in coordination with the Office of the United  
17 States Trustee, which was also reviewing fees, and which shared the results of its parallel review  
18 process with the Fee Examiner.

19 As Counsel to the Fee Examiner, Applicant needed to understand the roles of all these  
20 groups and to work in coordination with the UST's office, with the Fee Examiner and his staff,  
21 and with Legal Decoder. As issues would arise requiring legal support, Applicant was available,  
although purely legal issues are rare, and always arise in the context of facts developed by the  
other players on the Fee Examiner's team. Teamwork and coordination were essential.

Total Hours: 53.7

Total Fees: \$45,645

**B. Scott McNutt Employment Application**

Applicant promptly sought to be employed (Doc. 2558). Applicant asked that his



1 employment be Nunc Pro Tunc to the date the UST filed its motion to employ the Fee Examiner,  
2 which was April 12, 2019.

3 Applicant has practiced law for some time, and PG&E is a vast case with many  
4 connections and relationships. For this reason, Applicant took particular care in preparing his  
5 declaration and setting forth the various connections he has had to PG&E.

6 The Court approved Applicant's employment Nunc Pro Tunc to April 12, 2019, by order  
7 entered June 19, 2019 (Doc. 2614).

8 Total Hours: 35.1

Total Fees: \$29,835

9 **C. Negotiate Form of Protocol and Obtain Court Approval of Protocol Binding**  
10 **All Fee Applicants**

11 The two pillars of the Fee Examiner's administration are the Protocol and a Court  
12 approved set of fee procedures. After the Fee Examiner's appointment, he sought to develop  
13 consensus on the form of a Protocol. Shortly, he was working on a sixth version, and he had built  
14 no consensus. As his counsel, Applicant took some of the lead in this process. In retrospect,  
15 Applicant believes all efforts to develop consensus were a waste of time. There were simply too  
16 many Fee Applicants and none of them believed it was in their best interest to play a leadership  
17 role by agreeing to the terms of a Protocol, which other Fee Applicants might find offensive and  
18 not join.

19 The most obvious example of this was the issue of non-working travel. Only one firm had  
20 a simple and consistently applied rule on non-working travel (they did not charge for non-working  
21 travel). Every other Fee Applicant had different and inconsistent practices. When the Fee  
Examiner sought to limit non-working travel in the Protocol, most Fee Applicants simply took the  
position that they would never agree to any limitation and would reserve all their rights in the  
future to plead their particular circumstance to the Court in the context of interim and final awards.

22 Having failed at consensus, Applicant had to take another path. Applicant did this on  
23 August 30, 2019, by filing a Notice of Terms of Protocol Regarding Submission of Fee

1 Applications (Doc. 3762). In this way, all Fee Applicants were “on notice”, of the Fee Examiner’s  
2 position.

3 Applicant then sought to present issues regarding the Protocol (and fee procedures  
4 generally) to the Court via a Status Conference. See, Ex Parte Application of Fee Examiner to Set  
5 Status Conference re Scheduling Hearings on Fee Applications and Related Issues, filed  
6 September 16, 2019 (Doc. 3898). The Court declined this invitation and asked that Applicant  
7 proceed via Motion, which Applicant promptly did on September 19, 2019, by filing its Motion to  
8 Approve Fee Procedures (“**Fee Procedures Motion**”) (Doc. 3950). Although the Fee Procedures  
9 Motion met with substantial resistance, the Court entered a Docket Text Order on October 6,  
2019, which served as a tentative ruling that entirely supported the Fee Examiner’s position not  
only as to the Protocol but also as to fee procedures and scheduling in general.

10 The Court’s tentative ruling led directly to the development of a consensus that had  
11 previously eluded Applicant and left open only the issue of travel time. After briefing this issue,  
12 the Court ruled largely in support of the Fee Examiner and on November 15, 2019, entered its  
13 Order Granting Fee Examiner’s Motion to Approve Fee Procedures (which approved the Protocol  
and also all scheduling issues).

14 Total Hours: 67.5

Total Fees: \$57,375

#### 15 **D. Motion to Approve Fee Procedures**

16 As noted immediately above, the Fee Procedures Motion gave the force of law to the Fee  
17 Examiner’s Protocol and resolved those issues. The same Motion also dealt with all issues  
18 regarding the Fee Examiner’s authority to schedule hearings and regulate the process by which  
19 interim and final fee applications would proceed to hearing. This was as important as the Protocol  
20 issues. Under the Interim Procedures Order (Doc. 701), Fee Applicants were allowed, but not  
21 required to apply for Interim Fee Awards based upon a calendar set by that Order. However, this  
was inconsistent with the Fee Examiner’s ability to regulate and negotiate Interim and Final Fee  
Applications.

1 In summary, the Fee Procedures Order (Doc. 4770), resolved both the Protocol, and the  
2 primacy of the Fee Examiner to control how Interim and Final Fee Applications would come  
3 before the Court, by requiring all Fee Applicants to follow the process set forth as a part of the  
4 Order Employing Fee Examiner (Doc. 2267). The combination of these two issues immediately  
5 led to a watershed in the resolution of numerous pending Interim Fee Applications by compromise  
6 with the Fee Examiner.

6 Total Hours: 82.9

Total Fees: \$70,465

7 **E. Notice of Hearing on Compromises with Fee Examiner and Fee Applicants of**  
8 **Interim Fee Applications (1<sup>st</sup> Set)**

8 For two reasons, the Fee Examiner and the Applicants were immediately able to  
9 compromise 6 interim fee applications. First, the Protocol controlled; including the issue of non-  
10 working travel time. Second, Fee Examiner process set forth in the Order Employing the Fee  
11 Examiner controlled over any inconsistent provisions of the Interim Procedures Order (Doc. 701).

11 Applicant brought a Notice of Hearing on these compromises. Applicant operated under  
12 the assumption that since the Interim Fee Applications had been filed some considerable time  
13 earlier, that he could set a hearing on short notice. The Court disagreed, took the pending Interim  
14 Fee Applications off calendar and on January 8, 2020 filed its Amended Order Granting Fee  
15 Examiner's Motion to Approve Fee Procedures. The Amended Order provides that hearings on  
16 Interim and Final Fee Applications must be set on 21 days' notice.

16 Applicant again then filed his Notice of Hearing on Interim Fee Applications, on January  
17 3, 2020. In the meantime, the number of interim applications had swelled from 6 to 9, and then  
18 increased further, requiring an Amended Notice of Hearing.

18 On January 30, 2019, the Court filed a Second Amended Order Granting Fee Examiner's  
19 Motion to Approve Fee Procedures (Doc. 5572) ("**Second Amended Fee Procedures Order**").  
20 This Order adds to other requirements for the approval of interim fee applications that are  
21 compromised with the Fee Examiner, that the Fee Examiner set forth the date range of the subject  
fee application, the total amount of fees sought and the amount outstanding and unpaid.

Total Hours: 65.9

Total Fees: \$56,015

**F. Notice of Hearing on Compromises with Fee Examiner and Fee Applicants of Interim Fee Applications (2<sup>nd</sup> Set)**

The second set of compromised interim fee applications went a little more smoothly; they were approved in the ordinary course. Due entirely to the inattention of Applicant, the Notice of Hearing on Fee Application did not contain the data required by the Court's Second Amended Fee Procedures Order (Doc. 5572). Applicant apologizes to the Court for this inattention, as it forced the Court to take off calendar the next group of compromised Interim Fee Applications.

Total Hours: 9.3

Total Fees: \$7,905

**G. Notice of Hearing on Compromises with Fee Examiner and Fee Applicants of Interim Fee Applications (3<sup>rd</sup> Set)**

Applicant and Fee Examiner soon had another 8 Fee Applicants willing to reach compromise with the Fee Examiner (some of which had one, two or three pending interim applications). Applicant filed a notice regarding these 8, which the Court took off calendar so that Fee Applicant could comply with the Second Amended Fee Procedures Order (Doc. 5572). This was promptly done, and an additional number of interim fee applicants were added. In the end, the Court approved 20 interim fee applications concerning 12 Fee Applicants. **As requested by the Court, Applicant has not charged anything for the amendment and renoticing caused by Applicant's inattention.** Hereafter, the Applicant was scrupulous in fully complying with the Second Amended Fee Procedures Order (Doc. 5572).

Total Hours: 43.1

Total Fees: \$36,635

**H. Notice of Hearing on Compromises with Fee Examiner and Fee Applicants of Interim Fee Applications (4<sup>th</sup> Set)**

This Notice went smoothly. There were no objections and the interim fee applications of 10 Fee Applicants were approved and orders submitted and approved.

Total Hours: 42.4

Total Fees: \$36,040

1  
2  
3  
4  
5  
6  
7  
8  
9  
0  
1  
2  
3  
4  
5  
6  
7  
8  
9  
0  
1

2  
3  
4  
5  
6

- 0
- 1
- 2
- 3
- 4
- 5

6  
7  
8  
9

**1**

1 Final Fee Applications currently pending before the Court, the Fee Examiner will have resolved  
2 each and every one of the fee applications in these cases well ahead of schedule.

3 Total Hours: 50.1

Total Fees: \$42,585

4 **K. Final Fee Applications (1<sup>st</sup> Set), and Orders Thereon**

5 The first round of Final Fee Applications concerned 4 Fee Applicants and proceeded  
6 without objections or controversy.

7 Total Hours: 46.2

Total Fees: \$39,270

8 **L. Final Fee Applications (2nd Set), and Orders Thereon**

9 The second round of Final Fee Applications concerned 9 Fee Applicants and proceeded  
10 without objections or controversy.

11 Total Hours: 61.8

Total Fees: \$52,530

12 **M. Final Fee Applications (3rd Set), and Orders Thereon**

13 The third round of Final Fee Applications concerned 19 Final Fee Applications. There  
14 have been no objections and the time to file objections has passed. The Court approved the  
15 compromises earlier today, and has requested orders.

16 Total Hours: 49.3

Total Fees: \$41,905

17 **N. Negotiate Baker Hostetler Interim Fee Applications**

18 For various reasons, the Fee Examiner assigned to Applicant the negotiation of the Baker  
19 Hostetler interim fee applications. The result was quite successful as set forth below regarding the  
20 Baker Hostetler Final Fee Application. Negotiation of these fees required extensive use of the  
21 data produced by Legal Decoder, as well as the technical support supplied by the Fee Examiners  
staff of fee reviewers. In addition, Applicant was also able to use the work product of the Office  
of the United States Trustee, which had produced its own extensive analysis of the fees of Baker  
Hostetler.

Total Hours: 17.3

Total Fees: \$14,705

**O. Negotiate Baker Hostetler Final Fee Application**

Combining the results of negotiating the interim fee applications with the final fee application of Baker Hostetler, Applicant was able to reach a compromise amounting to a reduction of over \$2.25mm, which compromise was approved by the Court.

In addition, Applicant was called upon to sort out the nearly \$8mm in expert witness expenses that were “pass through expenses” on the Baker Hostetler fee applications. This extraordinary situation was the result of a letter agreement reached with the UST’s office before the appointment of the Fee Examiner. The objective was laudable: the Tort Creditors Committee did not want to disclose the actions of the expert witnesses employed by Baker Hostetler to adverse counsel. “Passing Through” these expenses on the Baker Hostetler bill had an unfortunate consequence. Large amounts of professional fees which would otherwise be subject to review by the Fee Examiner were invisible to the Fee Examiner for some time. When the Fee Examiner audited these fees, Baker Hostetler took the position that they were not responsible for the fees. In summary, Applicant was able to get Baker Hostetler to provide a full accounting of the “pass through expenses”. Applicant was further able to reach a \$50,000 reduction with the largest of the experts, a company called Stone Turn. All this is set forth in detail in the Notice of Final Fee Applications (3<sup>rd</sup> Set), in the exhibit related to the compromise with Baker Hostetler.

Total Hours: 23.3

Total Fees: \$19,805

**P. Negotiate Weil, Gotshal & Manges Final Fee Application**

For various reasons, the Fee Examiner assigned to Applicant the negotiation of the final fee application of Weil, Gotshal & Manges. Negotiation of these fees required extensive use of the data produced by Legal Decoder, as well as the technical support supplied by the Fee Examiner’s staff of fee reviewers. In addition, Applicant was also able to use the work product of the Office of the United States Trustee, which had produced its own extensive analysis of the fees of Weil, Gotshal & Manges. Applicant and Weil, Gotshal & Manges reached an agreement that

1 reduced Weil Gotshal & Manges' fees by over \$2.3 million.

2 Total Hours: 9.1

Total Fees: \$7,735

3 **Q. Preparation of First and Final Fee Application**

4 Applicant believes the amounts charged in this project billing category are modest.

5 Total Hours: 22.5

Total Fees: \$19,125

6

7

8 Respectfully Submitted,

9

SCOTT H. McNUTT

10 DATED:

11

12

By: /s/ Scott H. McNutt

13

Scott H. McNutt

14

Counsel to the Fee Examiner

15

16

17

18

19

20

21



# EXHIBIT A



1 SCOTT H. McNUTT (CSBN 104696)  
2 324 Warren Road  
3 San Mateo, California 94402  
4 Telephone: (415) 760-5601  
5 Email: shm@ml-sf.com

Signed and Filed: June 19, 2019

A handwritten signature in cursive script, reading "Dennis Montali", is written over a horizontal line.

DENNIS MONTALI  
U.S. Bankruptcy Judge

6  
7  
8 Proposed Attorney for Fee Examiner

9 UNITED STATES BANKRUPTCY COURT  
10 NORTHERN DISTRICT OF CALIFORNIA  
11 SAN FRANCISCO DIVISION

12 In re

13 PG&E CORPORATION,

14 - and -

15 PACIFIC GAS AND ELECTRIC  
16 COMPANY,

17 Debtors.

- 18 ☐ Affects PG&E Corporation  
19 ☐ Affects Pacific Gas and Electric Company  
20 ☒ Affects both Debtors

21 \* All papers shall be filed in the Lead Case,  
22 No. 19-30088 (DM)

Bankruptcy Case  
No. 19-30088 (DM)  
(Lead Case)  
(Jointly Administered)

Chapter 11

**ORDER AUTHORIZING EMPLOYMENT  
OF SCOTT H. McNUTT AS COUNSEL  
TO FEE EXAMINER**

Judge: Hon. Dennis Montali

23 The Court, having duly considered the APPLICATION FOR ORDER AUTHORIZING  
24 EMPLOYMENT OF SCOTT H. McNUTT AS COUNSEL TO THE FEE EXAMINER (the "Employment  
25 Application"), filed by Bruce A. Markell, the duly appointed Fee Examiner in the above-captioned  
26 Chapter 11 bankruptcy proceedings, and the accompanying declarations of Scott H. McNutt and  
27 Bruce A. Markell in support thereof, finding that notice of the Employment Application is  
28 adequate under the circumstances, and good cause appearing therefor,

1 IT IS HEREBY ORDERED THAT:

2 1. The Fee Examiner is authorized to employ Scott H. McNutt (the “McNutt”) as his  
3 counsel in the above-captioned matter, pursuant to Section 327 *et seq.* of the Bankruptcy Code,  
4 effective as of April 12, 2019.

5 2. McNutt’s compensation shall be subject to approval by the Court pursuant to  
6 Bankruptcy Code §§ 330 and 331, and shall be governed by the Bankruptcy Code, this Court’s  
7 ORDER PURSUANT TO 11 U.S.C. §§ 331 AND 105(A) AND FED. R. BANKR. P. 2016 FOR AUTHORITY  
8 TO ESTABLISH PROCEDURES FOR INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES OF  
9 PROFESSIONALS [Docket No. 701]; this Court’s ORDER APPOINTING FEE EXAMINER AND  
10 ESTABLISHING PROCEDURES FOR CONSIDERATION OF REQUESTED COMPENSATION AND  
11 REIMBURSEMENT OF EXPENSES [Docket No. 2267] (the “Fee Examiner Order”); and all protocols  
12 or procedures promulgated by the Fee Examiner any additional procedures established by this  
13 Court.

14 3. This order will suffice as authorization for the Fee Examiner’s employment of  
15 McNutt in both jointly administered cases.

16 4. McNutt may maintain a single combined record of attorneys’ time and costs for  
17 both bankruptcy estates.

18 \* \* \* END OF ORDER \* \* \*

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

**COURT SERVICE LIST**

*All Registered ECF Participants*

## **EXHIBIT B**

Date	Project	Task Code		Hours	Fee
4/12/2019	A	1	Review US Trustee's Motion for order appointing Fee Examiner (Doc. No. 1370)	3.7	\$ 3,145
4/13/2019	A	1	Review status of employment of seven professionals that have filed employment applications (W, G & M, K&B, AP Services, Lazard Freres, Jenner & Block, Cravath, and Munger Tolles)	4.8	\$ 4,080
4/13/2019	A	1	Review Interim Procedures Order ( <u>Knudsen Order</u> ) (Doc. 701) in order to develop facts regarding how Fee Examiner's fee review process will interact with existing interim procedures; review sampling of Knudsen monthly invoices.	5.1	\$ 4,335
4/15/2019	A	1	Fact finding regarding calendar deadlines created by Interim Procedures Order (Doc. 701); these will drive Fee Examiner's review process	2.4	\$ 2,040
4/17/2019	A	1	Review forms of Protocols used in other cases (mostly <u>Toys 'R Us</u> and <u>Exide</u> ) to develop outline of issues to be addressed in PG&E Protocol	5.8	\$ 4,930
4/19/2019	A	5	Review Role of Fee Examiner in various cases. Review Motion to approve employment (BAM); Review Protocols used in other cases	3.6	\$ 3,060
4/20/2019	A	1	Further factual review of Interim Procedures Order (Doc. 701) and its relationship to duties of Fee Examiner and relationship/conflict with Protocol	2.7	\$ 2,295
4/24/2019	A	1	Review docket to determine general status of case, roles of various professionals and compliance with Interim Procedures Order (Doc. 701)	4.6	\$ 3,910
4/26/2019	A	1	Factual review of orders concerning ordinary course professionals and other professionals excluded from Fee Examiner review to determine universe of professionals subject to Fee Examiner	3.7	\$ 3,145
5/4/2019	A	1	Review Legal Decoder website and services provided Fee Examiner regarding data analytics; review different foms of Legal Decoder analysis; review Legal Decoder ("Dashboard"); Review Legal Decoder exception reports.	7.2	\$ 6,120

Date	Project	Task Code		Hours	Fee
5/14/2019	A	2	Legal research regarding <u>Baker Botts v ASARCO</u> and issue of whether compliance with Protocol and responses to objections are compensable by estate	2.1	\$ 1,785
5/22/2019	A	9	Attend and appear at hearing on approval of employment of Fee Examiner	2.9	\$ 2,465
6/5/2019	A	4	Call T. Keller and multiple PG&E employees about getting the initial funding so that Fee Examiner can engage Legal Decoder and other staff	4.5	\$ 3,825
11/13/2019	A	6	Draft and file <u>Supplemental Declaration of Fee Examiner Pursuant to 11 U.S.C. Sect. 330 and Fed. Rule of Bankr.P. 2014(a)</u>	0.6	\$ 510
				53.7	\$ 45,645

Date	Project	Task Code		Hours	Fee
5/21/2019	B	3	Telephone call with B. Markell re S. McNutt employment application	0.5	\$ 425
5/21/2019	B	6	Prepare and revise Employment Application	3.7	\$ 3,145
6/10/2019	B	1	Review PG&E Company Retention Checklist as well as conflicts database to identify all possible conflicts and connections and run down facts of various hits	8.1	\$ 6,885
6/12/2019	B	6	Draft S. McNutt declaration in support of employment application to address and describe all connections to PG&E	5.1	\$ 4,335
6/14/2019	B	1	Follow-up on factual investigation of connections to PG&E	4.6	\$ 3,910
6/15/2019	B	6	Further drafting of S. McNutt declaration to address connections and potential conflicts	6.2	\$ 5,270
6/16/2019	B	6	Draft Employment Application	4.4	\$ 3,740
6/17/2019	B	6	Draft proposed form of order approving employment	1.1	\$ 935
6/18/2019	B	6	Final revisions to employment application, file	1.4	\$ 1,190
				35.1	\$ 29,835



Date	Project	Task Code		Hours	Fee
4/25/2019	C	5	Review Draft Protocol prepared by Fee Examiner	2.7	\$ 2,295
4/25/2019	C	3	Telephone call with Tiano and B. Markell regarding the ability of Legal Decoder to implement review for compliance with Protocol as well as Local and US Trustee guidelines	1.5	\$ 1,275
6/5/2019	C	4	Multiple calls to arrange Protocol call with Fee Applicants	1.7	\$ 1,445
6/12/2019	C	4	Draft email to principal lawyers re Protocol; propose meeting times and agenda; reject alternative agenda suggestions	2.7	\$ 2,295
6/13/2019	C	4	Telephone calls with S. Karotin, C. Dumas, P. Zumbro and others in failed effort to build consensus	1.8	\$ 1,530
6/18/2019	C	4	Prepare Agenda and then reschedule conference call on Protocol with 12 lawyers	2.2	\$ 1,870
6/20/2019	C	4	Review Protocol as revised by Fee Examiner	0.8	\$ 680
6/20/2019	C	6	Review revised Protocol reflecting Fee Examiner's efforts to build consensus and outline issue of contention, including Non-working travel; treatment of redacted time entries; capping fees for Employment Applications and other issues	2.7	\$ 2,295
6/21/2019	C	4	Correspondence with S. Karotin, T.Keller, C. Dumas and P. Zumbro re Protocol and Fee Examiner's ambition to build consensus but willingness to seek Court Order	1.1	\$ 935
6/21/2019	C	6	Begin outlining brief seeking Court Order binding compliance with contentious aspects of Protocol; try to integrate these issues with broader issues related to scheduling interim fee applications (Fee Examiner's effectiveness requires both compliance with Protocol and control of scheduling issues)	6.7	\$ 5,695
6/22/2019	C	6	Draft arguments that Protocol has elements that are binding and other elements as to which certain Fee Applicants contend are substantive and as to which Fee Applicants wish to separately reserve all rights; Develop argument that this is inefficient and requires Court intervention	5.7	\$ 4,845
6/26/2019	C	3	Conference call with B. Markell re Protocol	0.7	\$ 595
6/26/2019	C	3	Telephone call with Fee Examiner to prepare for conference call with principal lawyers and US Trustee re Protocol	0.3	\$ 255

Date	Project	Task Code		Hours	Fee
6/26/2019	C	7	Review and comment on revisions to Protocol received from Weil Gotschal, the UCC and the TCC, all of which are offensive and impractical, particularly desire by multiple firms to ignore Protocol and raise objections to it in context of interim fee applications	2.8	\$ 2,380
6/27/2019	C	7	Prepare for conference call with principal lawyers to discuss Protocol prepared by Fee Examiner; draft agenda of key items	3.7	\$ 3,145
6/27/2019	C	4	Conference call to discuss Sixth Draft Protocol; Participants Fee Examiner; T. La Freddie (UST); M. Villacorta (UST); A. Vara (UST); D. Lane (Baker Hostetler); T. Payne Geyer (Baker Hostetler); J. Lu and S. Karotkin (Weil Gotschal); P. Zumbro (CS&M); T. Kreller (Munger Tolles); and T. Keller	0.8	\$ 680
7/1/2019	C	6	Review further revisions to Protocol	0.4	\$ 340
7/2/2019	C	4	Telephone call with T. LaFreddie re Protocol and difficulty of building consensus with Fee Applicants	0.5	\$ 425
7/8/2019	C	3	Review redline of revised Protocol prepared by Fee Examiner to reflect very limited areas of agreement with Fee Applicants as well as many areas of disagreement	2.7	\$ 2,295
7/10/2019	C	6	Draft arguments regarding Protocol with objective of obtaining Court Order that Protocol amends provisions of Interim Procedures Order (Doc. 701) as well as the Order Appointing Fee Examiner (Doc. 2267) and that efficient administration requires that Court order compliance with Protocol and approve fee procedures generally	4.7	\$ 3,995
7/20/2019	C	4	Circulate to all Fee Applicants version of Protocol together with communication explaining Fee Examiner expects Fee Applicants to comply with the Protocol; that the Protocol is intended to be a statement as to the Fee Examiner's beliefs as to the state of the law; and that the Fee Applicants may reserve all rights to object to the substantive terms of the Protocol absent a Court order adopting the Protocol	2.7	\$ 2,295

Date	Project	Task Code		Hours	Fee
7/30/2019	C	6	Drafting of arguments concerning areas Fee Examiner has been unable to reach consensus with Fee Applicants, specifically the following: 1) Fee Examiner's reservation of right to contend time is duplicative and overlapping until time of all firms has been submitted; 2) Fee Examiner's position that all travel time should be disallowed as the law of this case and the prior local practice of this Court; 3) Fee Examiner's position that redacted time entries are not compensable until disclosed to Fee Examiner and may be shared with Fee Examiner as privileged under the Order Appointing Fee Examiner; and 4) compensation for time incurred for employment and fee applications must be capped and 5) cap on conflict checks	8.1	\$ 6,885
8/7/2019	C	6	Drafting of outline of strategy to obtain Court approval of substantive provisions of Protocol by combining these issues with a motion establishing the Fee Examiner's power to schedule all interim fee applications in his discretion and per a timetable set by the Fee Examiner ( <b>fees associated with the resulting <u>Ex Parte Application</u> and <u>Motion to Approve Fee Procedures</u> are set forth in the following project category)</b> )	6.4	\$ 5,440
8/30/2019	C	6	Draft, revise and file <u>Notice by Fee Examiner of the Terms of Protocol Regarding Submission of Fee Application, Etc. (Doc. 3762)</u> . This document puts all fee applicants on notice as to the Fee Examiner's position regarding all issues, pending Court approval of the substantive terms of the Protocol	4.1	\$ 3,485
				67.5	\$ 57,375

Date	Project	Task Code		Hours	Fee
7/10/2019	D	3	Telephone call with B. Markell to discuss scheduling issues for hearing and resolution of Protocol and general fee procedures issues	0.4	\$ 340
7/10/2019	D	4	Telephone call with T. Keller re inability of Fee Applicants to agree on scheduling of Interim Fee Applications; unless one of the Debtor firms wants to take leadership role, the Fee Examiner has no choice but to drive this bus	0.8	\$ 680
8/7/2019	D	4	Telephone call with T. Keller re issues regarding scheduling hearings on Interim Fee Applications, organizing hearings into blocks, and reserving issues under Protocol	1.0	\$ 850
8/7/2019	D	3	Telephone call with B. Markell re proposal to Applicants as to timetable for review and hearing as to interim fee applications, need to reserve issues of duplication, process for first round then later rounds; discuss inability of various law firms to coordinate this process	0.8	\$ 680
8/23/2019	D	4	Prepare for and call with US Trustee re Fee Procedures Order (T. La Freddie)	1.2	\$ 1,020
9/10/2019	D	1	Review prior orders regarding interim compensation and role of Fee Examiner in order to develop motion establishing procedures for addressing interim and final applications in an orderly process; should these issues be raised by Status Conference or by more formal motion	3.6	\$ 3,060
9/12/2019	D	6	Additional drafting of Arguments regarding open Protocol issues to add to scheduling issues; specifically travel time, cap on fee review and charges for conflicts checks	4.7	\$ 3,995
9/13/2019	D	6	Draft Ex Parte Application re Status Conference	6.7	\$ 5,695
9/15/2019	D	6	Draft Fee Examiner's Ex Parte Request for Status Conference raising protocol issues (travel time, cap on fees to review fees, conflicts review, duplication between firms, etc.) as well as scheduling authority necessary to implement Interim Procedures Order (Doc. 701)	7.7	\$ 6,545

Date	Project	Task Code		Hours	Fee
9/16/2019	D	6	Revise Ex parte Application re Status Conference (including revisions by B. Markell)	7.1	\$ 6,035
9/17/2019	D	1	Review Court Order declining Status Conference and directing filing of Motion to Approve Fee Procedures and describing necessary content (Doc. 3918)	0.8	\$ 680
9/18/2019	D	6	Draft Motion to Approve Fee Procedures in compliance with Court's order and asking Court to rule on all substantive issues raised by Protocol and also granting Fee Examiner authority over scheduling	10.4	\$ 8,840
9/19/2019	D	6	Revise Motion to approve Fee Procedures and file (Doc. 3950)	3.6	\$ 3,060
9/27/2019	D	5	Review US Trustee Response (Doc. 4025)	1.6	\$ 1,360
10/1/2019	D	5	Review Retained Professionals Joint Response to Motion to approve Fee Procedure (Doc. 4064)	3.4	\$ 2,890
10/1/2019	D	5	Review Milbank response (Doc. 4050)	1.7	\$ 1,445
10/6/2019	D	5	Review Court's Docket Text Order which entirely supports Fee Examiner's position	0.4	\$ 340
10/6/2019	D	9	Prepare for 10/7/19 Hearing on Fee Procedures	2.7	\$ 2,295
10/7/2019	D	9	Participate in hearing on Fee Procedures	2.1	\$ 1,785
10/16/2019	D	5	Review revisions to Protocol agreed by parties; Court's Docket Text Order has made Fee Applicants much more cooperative	3.7	\$ 3,145
10/16/2019	D	6	Outline remaining issues for Reply requested by Court	2.1	\$ 1,785
10/22/2019	D	6	Draft reply per Court direction, summarize extensive resolved Protocol issues, describe to Court remaining issues including travel time	4.8	\$ 4,080
10/23/2019	D	6	Revise Reply brief per Fee Examiner's direction	1.6	\$ 1,360
10/23/2019	D	2	Review Cravath redline of Revised Protocol	1.1	\$ 935
10/24/2019	D	6	Revise and file Reply Brief in support of Fee Examiner's position on Fee Procedures Motion (Doc. 4475)	4.1	\$ 3,485
10/26/2019	D	6	Draft and upload Proposed Form of Order incorporating Court's favorable ruling	2.1	\$ 1,785

Date	Project	Task Code		Hours	Fee
11/15/2019	D	5	Review Order Granting Fee Examiner's Motion to Approve Fee Procedures (Doc. No. 4770) as a means to close pending negotiations with multiple fee applicants; Order resolves multiple issues in favor of Fee Examiner so that Fee Applicants are able to conclude negotiation with confidence that they are not leaving anything "on the table"	2.7	\$ 2,295
				82.9	\$ 70,465

Date	Project	Task Code		Hours	Fee
8/12/2019	E	4	Emails re BH discussions about First Interim Fee Applications - hours by partners in hourly low rate areas are less than high rate associates; BH wants Fee Examiner to take this into account when analyzing partner/associate staffing ratio	1.4	\$ 1,190
8/13/2019	E	4	Conference call regarding Fee Examiner's initial report with E. Green and Geyer	1.7	\$ 1,445
8/14/2019	E	3	Conference call with T. Gallegos and Fee Examiner to better understand the assumptions underlying Fee Examiner's initial Report on BH First Interim Fee Application	0.4	\$ 340
8/20/2019	E	4	Telephone call with E. Green re Fee Examiner's objections to BH fees	1.2	\$ 1,020
9/11/2019	E	4	Telephone call with E. Green re Fee Examiner's objections to BH fees	0.5	\$ 425
9/16/2019	E	5	Review BH proposal to resolve Fee Examiner's objections	1.1	\$ 935
11/17/2019	E	7	Conclude negotiations with E. Green at Baker Hostetler to conclude fee reduction negotiations (\$370,716.33 agreed reduction); this settlement made possible by Court's Order Granting Fee Procedures (Doc. 4770), which make certain a number of previously contentious issues	4.7	\$ 3,995
11/18/2019	E	7	Conclude and document resolution with H. King of Fee Examiner's compromise with Cravath (\$1.3MM agreed reduction)	6.1	\$ 5,185
11/22/2019	E	7	Conclude and document resolution with M. Koch of Fee Examiner's compromise with FTI (\$220,000 agreed reduction)	3.2	\$ 2,720
11/27/2019	E	7	Conclude and document resolution with A. Allen of Fee Examiner's compromise with Jenner & block (\$75,000 agreed reduction)	2.7	\$ 2,295
12/1/2019	E	7	Conclude and document resolution with C. Campbell of Fee Examiner's compromise with KPMG (\$50,000 agreed reduction)	1.2	\$ 1,020
12/4/2019	E	7	Conclude and document resolution with S. Goldman of Fee Examiner's compromise with Munger Tolles (\$210,000 agreed reduction)	1.6	\$ 1,360

Date	Project	Task Code		Hours	Fee
12/6/2019	E	1	Review summary sheets to First interim Fee Applications of Baker Hostetler, Cravath, FTI, Jenner & Block, KPMG and Munger Tolles in order to calculate and describe numbers to include in <u>Notice of Hearing Allowing and Authorizing Payment of First Interim Applications ("First Interim Compromises")</u>	5.7	\$ 4,845
12/8/2019	E	6	Drafting of Exhibit in support of First Interim Compromises, setting forth particulars of compromises between Fee Examiner and multiple Fee Applicants	4.1	\$ 3,485
12/10/2019	E	6	Draft and file Notice of Hearing on First Interim Fee Applications	4.1	\$ 3,485
12/15/2019	E	5	Review Court's Docket Text Order taking Hearing of Notice of First Interim Compromises off 12/17/19 calendar because Court wants additional Notice of not less than 21 days	0.4	\$ 340
12/18/2019	E	5	Review Court's <u>Amended Order Granting Fee Examiner's Motion to Approve Fee Procedures</u> (Doc. 5168) ("Amended Order") stating Notice of First Interim Compromises should have provided a minimum of 21 days notice and is amended to state these requirements	0.6	\$ 510
1/2/2020	E	7	Conclude and document resolution with B. Sharp of Fee Examiner's compromise with DSI (\$55,000 agreed reduction) to be added to Hearing on First Interim Fee Applications since this has been delayed to provide additional notice	0.7	\$ 595
1/2/2020	E	7	Conclude and document resolution with E. Todderud of Fee Examiner's compromise with Berman & Todderud (\$10,000 agreed reduction) to be added to Hearing on First Interim Fee Applications since this has been delayed to provide additional notice	0.6	\$ 510
1/2/2020	E	7	Conclude and document resolution with E. Kates of Fee Examiner's compromise with Dundon (\$3,000 agreed reduction) to be added to Hearing on First Interim Fee Applications since this has been delayed to provide additional notice	0.4	\$ 340



Date	Project	Task Code		Hours	Fee
1/3/2020	E	7	Conclude and document resolution with E. Kates of Fee Examiner's compromise with Trident (\$500 agreed reduction) to be added to Hearing on First Interim Fee Applications since this has been delayed to provide additional notice	0.4	\$ 340
1/3/2020	E	6	Draft, revise and file second version of Notice of First Interim Compromises that complies with Notice provisions of <u>Amended Order Granting Fee Examiner's Motion to Approve Fee Procedures</u> and includes the six compromises of the first version and also adds the compromises with DSI, Berman & Todderud, Dundon & Trident	6.1	\$ 5,185
1/7/2020	E	7	Conclude and document resolution with S. Karotkin of Fee Examiner's compromise with Weil Gotschal (\$420,000 agreed reduction)	3.3	\$ 2,805
1/8/2020	E	7	Conclude and document resolution with B. Williams of Fee Examiner's compromise with Lincoln Internation (\$125,000 agreed reduction)	2.1	\$ 1,785
1/8/2020	E	6	Draft, revise and file an <u>Amended Notice of First Interim Compromises</u> to add compromises with Weil Gotschal and Lincoln International (this was possible since prior filing provided more than 21 days notice, allowing last minute compromises with Weil Gotschal and Lincoln International to be added	2.7	\$ 2,295
1/27/2020	E	5	Review Court's docket text order taking off calendar the Hearing on the <u>Amended Notice of First Interim Compromises</u> for lack of objection and determine how to efficiently produce and lodge 12 orders reflecting approved compromises	1.1	\$ 935
1/27/2020	E	4	Draft and send communication to 12 compromised Fee Applicants describing necessary content for forms of orders to be lodged with Court	4.1	\$ 3,485
1/30/2020	E	5	Review and approve 12 different orders from compromised Fee Applicants for lodgment with Court	3.7	\$ 3,145
				65.9	\$ 56,015

Date	Project	Task Code		Hours	Fee
2/27/2020	F	7	Conclude and document resolution with G. Ficks of Fee Examiner's compromise with Coblentz firm (\$30,000 agreed reduction)	1.4	\$ 1,190
2/27/2020	F	7	Conclude and document resolution with J. Fell of Fee Examiner's compromise with Simpson Thacher (\$82,000 agreed reduction)	2.1	\$ 1,785
3/2/2020	F	5	Review summary sheets to interim fee applications of Coblentz and Simpson Thacher to develop accounting facts necessary for drafting Notice of Interim Compromises (2nd Set)	1.6	\$ 1,360
3/2/2020	F	6	Draft, revise, edit and file Notice of Interim Compromises concerning Coblentz and Simpson Thacher	2.1	\$ 1,785
3/23/2020	F	5	Review Docket Text Order taking Hearing on Notice of Interim Compromises (2nd Set) off calendar in light of no objections	0.4	\$ 340
3/23/2020	F	4	Communicate with J. Fell (Simpson Thacher) and G. Ficks (Coblentz) re submission of draft orders to Court and Fee Examiner's requirements as to orders	1.1	\$ 935
3/25/2020	F	5	Review and approve orders prepared by Coblentz and Simpson Thacher	0.6	\$ 510
				9.3	\$ 7,905

Date	Project	Task Code		Hours	Fee
6/15/2020	G	7	Review proposed compromise with Centerview Partners, regarding First, Second and Third interim fee applications (\$65,000 discount)	1.1	\$ 935
6/16/2020	G	7	Confirm and document Centerview agreement	0.7	\$ 595
6/16/2020	G	7	Confirm and document Coblenz compromise regarding Second Interim Application (\$22,500 discount)	1.4	\$ 1,190
6/16/2020	G	7	Confirm and document compromise of Second and Third Interim Applications with FTI Consulting (\$170,000 discount)	2.4	\$ 2,040
6/18/2020	G	7	Confirm and document Groom Law Group compromise regarding First Interim Fee Application (\$42,000 discount)	1.6	\$ 1,360
6/20/2020	G	7	Confirm and document Jenner & Block compromise on 2nd and 3rd Interim Fee Applications (\$100,000 discount)	1.7	\$ 1,445
6/22/2020	G	7	Confirm and document Keller & Benvenuti compromise on First, Second and Third Fee Applications (\$82,500 discount)	2.4	\$ 2,040
6/24/2020	G	7	Confirm and document KPMG compromise on 2nd Interim Fee Application (\$85,000 discount)	1.9	\$ 1,615
6/26/2020	G	7	Confirm and document Lincoln Partners compromise on 2nd and 3rd Interim Fee Applications (\$325,000 discount)	2.4	\$ 2,040
6/26/2020	G	7	Confirm and document Munger, Tolles & Olson compromise on 2nd and 3rd Interim Fee Applications (\$850,000 discount)	3.7	\$ 3,145
6/28/2020	G	6	Draft, revise and edit Notice of Hearing on Interim Applications Allowing and Authorizing Payment of Fees and Expenses of Multiple Fee Applicants Based Upon Compromises with the Fee Examiner (the "Third Notice")	4.7	\$ 3,995
6/30/2020	G	6	Draft, revise and edit Exhibit "A" to Third Notice setting forth agreements regarding 9 Fee Applicants and 17 Interim Fee Applications	6.3	\$ 5,355

Date	Project	Task Code		Hours	Fee
7/2/2020	G	6	Review Order Requiring Corrected Notice of Hearing on Fee Applications (Doc. 8389) taking Third Notice off calendar for failure to comply with requirements of Second Amended Order Granting Fee Examiner's Motion to Approve Fee Procedures (Doc. 5572) (and requiring information regarding date range and total fees and expenses)	No Charge	\$ -
7/10/2020	G	7	Confirm and document Trident Compromise on 2nd Interim Fee Application (No Reduction)	0.3	\$ 255
7/10/2020	G	7	Confirm and document Simpson Thacher & Bartlet compromise on 2nd and 3rd Interim Fee Applications (\$45,000 discount)	1.9	\$ 1,615
7/10/2020	G	7	Confirm and document DSI compromise on 2nd Interim Fee Application (\$45,000 discount)	1.6	\$ 1,360
7/14/2020	G	6	Review and revise Exhibit "A" to reflect compromises and accounting for Trident, DSI and Simpson Thacher	1.4	\$ 1,190
7/14/2020	G	6	Draft, revise and edit Amended Third Notice to confirm with Judge's Order Requiring Corrected Notice (Doc. 8254)	No Charge	\$ -
7/31/2020	G	5	Review Docket Text Order approving compromises set forth in Amended Third Notice	0.3	\$ 255
8/1/2020	G	6	Review draft brief in support of extensive objections to Keller Benvenutti Interim Fee Application (This brief not used as result of later compromise)	2.4	\$ 2,040
8/2/2020	G	5	Review and approve draft orders for Centerview, FTI, Trident, Coblenz and Groom	2.1	\$ 1,785
8/3/2020	G	5	Review Docket Text Order re Simpson Thacher	0.4	\$ 340
8/4/2020	G	5	Review and approve draft orders for Jenner & block, Keller & Benvenutti, KPMG, Munger Tolles and Simpson Thacher	2.4	\$ 2,040
				43.1	\$ 36,635

Date	Project	Task Code		Hours	Fee
8/20/2020	H	4	Draft emails asking for confirming information from multiple fee applicants to confirm compromises and to confirm specifics of accounting for payments received and amounts outstanding for: 1) Berman & Totterud, 2) KPMG, 3) Latham & Watkins, 4) Munger Tolles & Olson, 5) Centerview, 6) FTI, 7) Baker Hostetler, 8) Lincoln Partners, 9) Lynn A. Baker and 10) Trident	6.6	\$ 5,610
8/25/2020	H	7	Confirm and document Berman & Todderud compromise on all Interim and outstanding Monthly Fee Applications (\$39,000 reduction). Some complexity here as this constitutes a final fee application	1.8	\$ 1,530
8/25/2020	H	7	Confirm and document KPMG compromise on 3rd Interim Fee Application (\$75,000 reduction)	1.8	\$ 1,530
8/25/2020	H	7	Confirm and document compromise on Latham & Watkins 4th Interim and Monthly Fee Applications (\$37,500 reduction)	0.2	\$ 170
8/25/2020	H	7	Confirm and document Munger Tolles & Olson compromise on 4th Interim Fee Application (\$330,000 reduction)	1.7	\$ 1,445
8/25/2020	H	7	Confirm and document Centerview Partners compromise on 4th Interim Fee Application (\$1,236.01 reduction)	0.2	\$ 170
8/25/2020	H	7	Confirm and document FTI compromise on 4th Interim Fee Application (\$2,532.54)	0.2	\$ 170
8/25/2020	H	7	Confirm and document Baker Hostetler compromise of 2nd, 3rd and 4th Fee Applications (\$1,700,704.78 discount) [Negotiation of Baker Hostetler compromise is the subject of a separate section of this Fee Application - this entry only concerns documenting the compromise]	1.7	\$ 1,445
8/25/2020	H	7	Confirm and document Lincoln Partners compromise of 4th Interim Fee Application (\$225,000 discount)	2.1	\$ 1,785
8/25/2020	H	7	Confirm and document Lynn Baker compromise of 1st and 2nd Interim Fee Applications (\$2,500 discount)	0.2	\$ 170
8/25/2020	H	7	Confirm and document Trident compromise of 3rd Interim Fee Application (no discount)	0.2	\$ 170

Date	Project	Task Code		Hours	Fee
8/28/2020	H	6	Draft Exhibit "A" to reflect compromises and accounting in compliance with Second Amended Order (Doc. 5572) regarding 10 Fee Applicants and 17 Interim Fee Applications	8.1	\$ 6,885
8/29/2020	H	6	Draft, revise, edit and file 2nd Amended Notice of Hearing on Interim Applications Allowing and Authorizing Payment of Fees and Expenses of Multiple Fee Applicants Based Upon Compromises with the Fee Examiner (4th Set) (Doc. 8911)	8.2	\$ 6,970
9/20/2020	H	5	Review Docket Text Order striking hearing for lack of objections and circulate to all subject Fee Applicants	1.7	\$ 1,445
9/22/2020	H	5	Review and approve 10 forms of orders, one for each of the subject Fee Applicants; Attention to multiiple accounting issues to be addressed in orders	7.7	\$ 6,545
				42.4	\$ 36,040

Date	Project	Task Code		Hours	Fee
5/26/2020	I	1	Commence fact gathering on status of all fees and expenses being incurred in PG&E cases including universe of all retained professionals, status of all interim fee applications as well as all Knudsen filings and also firms that are employed but not requesting Knudsen (80%) payments	8.7	\$ 7,395
5/27/2020	I	6	Review materials prepared by T. Gallegos reflecting status of all retained professionals; Request different and additional sorting of material in order to provide to the Court an accurate snapshot of all fees as case approaches Confirmation	7.7	\$ 6,545
5/28/2020	I	1	Further factual investigation focussed on Retained Professionals not using Knudsen procedures and not filing interim applications	6.1	\$ 5,185
5/29/2020	I	6	Drafting of Status Conference Statement describing state of professional fees and sorting fees into buckets so that Judge is presented with "snapshot" as well as a forecast of how the Fee Examiner sees the future	6.9	\$ 5,865
5/30/2020	I	6	Work with T. Gallegos on extensive revisions to exhibits to create three overarching categories as follows: A) Total fees, B) Fees subject to compromise and C) Fees not yet subject to negotiations	4.8	\$ 4,080
5/31/2020	I	6	Review revised exhibits reflecting Fee Examiner's suggestions as to sorting and categories	2.7	\$ 2,295
6/4/2020	I	6	Draft, revise and file 44 page Status Report consisting of 6 pages of text and 36 pages of detailed accounting exhibits that concludes Total Amounts about \$411MM; Amount subject to compromise \$94MM; Agreed reductions \$3.6MM; Amounts under negotiation \$210MM and Amounts not yet reviewed \$106MM	4.9	\$ 4,165
				41.8	\$ 35,530

Date	Project	Task Code		Hours	Fee
8/10/2020	J	6	Outline issues to be addressed in a fully noticed "Second Status Report" intended to: 1) alert Judge as to the Fee Examiner's intentions regarding Final Fee Applications; 2) summarize the status of all fees incurred; 3) obtain order approving Fee Examiner's authority to set items for hearing and 4) other relief; In order to accomplish these goals, Hearing must be noticed and all parties offered opportunity to object	9.7	\$ 8,245
8/11/2020	J	1	Research Plan provisions regarding the filing of final fee applications and calculate total number of anticipated final fee applications, all of which will be filed at the same time	4.7	\$ 3,995
8/12/2020	J	6	Fact gathering re total number of outstanding interim applications and what cut-off dates must be established when interim applications can no longer be considered and how to conclude all pending interim fee applications	8.2	\$ 6,970
8/13/2020	J	6	Review materials from Alix Partners in order to calculate total anticipated fees of about \$700MM	1.4	\$ 1,190
8/21/2020	J	6	Review and summarize extensive accounting reports prepared by Fee Examiner staff and summarize: 1) to reflect status of fees subject to compromise (\$170MM); to reflect current compromised reductions (\$5MM) and to calendar fees subject to negotiation not yet reviewed (\$406MM)	6.7	\$ 5,695
8/24/2020	J	6	Commence drafting Fee Examiner's Second Status Report	7.1	\$ 6,035
8/26/2020	J	6	Review and revise Fee Examiner's Second Status Report	4.7	\$ 3,995
8/28/2020	J	6	Review, revise, edit and file Fee Examiner's Second Status Report	2.1	\$ 1,785
8/28/2020	J	6	Draft, revise, edit and file Notice of Hearing on Fee Examiner's Second Status Report	2.7	\$ 2,295
9/20/2020	J	5	Review Docket Text Order taking status conference off calendar and promising to enter order consistent with Second Status Conference requests	0.4	\$ 340



Date	Project	Task Code		Hours	Fee
10/5/2020	J	5	Review Court's <u>Order Setting Deadline for Filing Final Fee Applications and Setting Procedures for Hearings</u> (Doc 9202) and circulate to all impacted Fee Applicants	2.4	\$ 2,040
				50.1	\$ 42,585

Date	Project	Task Code		Hours	Fee
10/10/2020	K	5	Review Centerview Final Fee Application (Doc. 8887)	1.7	\$ 1,445
10/11/2020	K	7	Document and confirm terms of Fee Examiner's compromise with Centerview	0.8	\$ 680
10/11/2020	K	5	Review Cravath Final Fee Application (Doc. 8951)	2.7	\$ 2,295
10/12/2020	K	6	Draft Exhibit "A" (Centerview) setting forth details of Centerview's compromise, amounts previously paid, deduction of compromise, deduction of amounts previously paid and amount outstanding; reach agreement with Centerview on language of Exhibit "A" in order to comply with Court's Second Amended Fee Procedure Order (Doc. 5572)	3.1	\$ 2,635
10/12/2020	K	7	Document and confirm terms of Fee Examiner's agreement with Cravath	2.4	\$ 2,040
10/16/2020	K	5	Review DSI Final Fee Application (Doc. 8889)	0.8	\$ 680
10/18/2020	K	7	Review, revise and edit Declaration of Fee Examiner setting forth basis for Cravath's substantial reduction and details of the specific areas of compromise, including Cravath's practice of billing unadmitted law school graduates as lawyers	4.7	\$ 3,995
10/18/2020	K	7	Document and confirm terms of Fee Examiner's compromise with DSI	1.2	\$ 1,020
10/20/2020	K	6	Draft Exhibit "B" (Cravath) setting forth details of Cravath's compromise, amounts previously paid, the deduction of the compromise, deduction of amounts previously paid and amount outstanding; reach agreement with Cravath on language of Exhibit "B." Exhibit "B" sets forth in summary form what is detailed in the Fee Examiner's Declaration and provides the accounting detail required by the Court's Second Amended Fee Procedure Order (Doc. 5572)	2.8	\$ 2,380

Date	Project	Task Code		Hours	Fee
10/20/2020	K	6	Draft Exhibit "C" (DSI) setting forth details of DSI's compromise, amounts previously paid, the deduction of the compromise, deduction of amounts previously paid and amount outstanding; reach agreement with DSI on language of Exhibit "C" in order to comply with Court's Second Amended Fee Procedure Order (Doc. 5572)	2.9	\$ 2,465
10/20/2020	K	5	Review Jenner & Block Final Fee Application (Doc. 8949)	1.9	\$ 1,615
10/24/2020	K	6	Final revisions to Fee Examiner's Declaration regarding Cravath compromise	1.8	\$ 1,530
10/24/2020	K	7	Document and confirm terms of Fee Examiner's compromise with Jenner & Block	1.4	\$ 1,190
10/24/2020	K	6	Draft Exhibit "D" (Jenner & Block) setting forth details of Jenner & Block's compromise, amounts previously paid, the deduction of the compromise, deduction of amounts previously paid and amount outstanding; reach agreement with Jenner & Block on language of Exhibit "D" in order to comply with Court's Second Amended Fee Procedure Order (Doc. 5572)	2.2	\$ 1,870
10/26/2020	K	6	Final edits to Exhibits "A" (Centerview), "B" (Cravath), "C" (DSI) and "D" (Jenner & Block) and to Fee Examiner's Declaration	1.7	\$ 1,445
10/27/2020	K	6	Draft, revise, edit and file <u>Notice of Final Applications Allowing and Authorizing Payment of Fees and Expenses of Multiple Fee Applicants Based Upon Compromises with the Fee Examiner (1st Set)</u> (Doc. 9358); assemble and attach Exhibits and Fee Examiner Declaration	8.7	\$ 7,395
11/13/2020	K	5	Review Docket Text Order taking Doc. 9358 off calendar for lack of objection, granting relief and requesting orders	0.7	\$ 595
11/14/2020	K	4	Forward Docket Text Order to Centerview, Cravath, DSI and Jenner & Block with proposed form of order	1.1	\$ 935

Date	Project	Task Code		Hours	Fee
11/17/2020	K	5	Review, revise and approve forms of orders approving Final Fee Applications of Centerivew, Cravath, DSI and Jenner & Block; confirm with each applicant tht all payments have been credited	3.6	\$ 3,060
				46.2	\$ 39,270

Date	Project	Task Code		Hours	Fee
11/10/2020	L	5	Review Baker Hostetler Final Fee Application in order to summarize facts (Doc. 8895)	2.1	\$ 1,785
11/14/2020	L	7	Document and confirm terms of Fee Examiner's compromise with Baker Hostetler. Negotiations with Baker Hostetler were extensive and involved not only BH's fees but also "pass through" fees for experts amounting to millions of dollars, including Stoneturn. <b>These negotiations are subject of a separate Project code devoted to negotiations with BH; this time entry concerns only time committed putting the BH compromise before the Court</b>	4.2	\$ 3,570
11/15/2020	L	5	Review Milbank Final Fee Application in order to summarize facts (Doc. 8885)	1.7	\$ 1,445
11/16/2020	L	6	Draft, revise and edit Exhibit "A" (Baker & Hostetler) setting forth details of Baker & Hostetler's compromise reduction of fees, and the agreed accounting of amounts previously paid, the deduction of the compromise, deduction of amounts previously paid and amount outstanding; reach agreement with BH on language and accounting of Exhibit "A" in order to comply with Court's Second Amended Fee Procedure Order (Doc. 5572)	5.4	\$ 4,590
11/16/2020	L	5	Review Coblenz Final Fee Application in order to summarize facts (Doc. 8940)	1.4	\$ 1,190
11/16/2020	L	5	Review Munger Tolles & Olson Final Fee Application in order to summarize facts (Doc. 8943)	2.1	\$ 1,785
11/17/2020	L	5	Review Keller Benvenuti Final Fee Application in order to summarize facts (Doc. 8883)	0.6	\$ 510
11/17/2020	L	7	Document and confirm terms of Fee Examiner's compromise with Milbank	2.4	\$ 2,040
11/17/2020	L	7	Document and confirm terms of Fee Examiner's compromise with Munger Tolles & Olson	0.6	\$ 510
11/18/2020	L	7	Document and confirm terms of Fee Examiner's compromise with Coblenz	1.1	\$ 935

Date	Project	Task Code		Hours	Fee
11/18/2020	L	6	Draft, revise and edit Exhibit "E," (Milbank) setting forth the agreed terms of compromise and the information required under Second Amended Fee Procedures Order (Doc. 5572)	1.3	\$ 1,105
11/18/2020	L	6	Draft, revise and edit Exhibit "F," (Munger Tolles) setting forth the agreed terms of compromise and the information required under Second Amended Fee Procedures Order (Doc. 5572)	1.9	\$ 1,615
11/18/2020	L	5	Review Weil Gotschal & Manges Final Fee Application (Doc. 8898) in order to summarize facts	2.7	\$ 2,295
11/19/2020	L	5	Review Simpson Thacher & Bartlett Final Fee Application in order to summarize facts (Doc. 8901)	1.1	\$ 935
11/19/2020	L	7	Document and confirm terms of Fee Examiner's compromise with Weil Gotschal & Manges. <b>Negotiations with WG&amp;M were extensive and resulted in a substantial (4.25%) reduction in WG&amp;M's fees. These negotiations are the subject of a separate Project Code devoted to these negotiations</b>	4.1	\$ 3,485
11/20/2020	L	6	Draft, revise and edit Exhibit "B" (Coblentz) setting forth the agreed terms of Coblentz's compromise reduction in fees, and the agreed accounting of amounts previously paid, the deduction of the compromise, deduction of amounts previously paid and amount outstanding; reach agreement with Coblentz on language and accounting of Exhibit "B" in order to comply with Court's Second Amended Fee Procedure Order (Doc. 5572)	1.5	\$ 1,275
11/20/2020	L	7	Document and confirm terms of Fee Examiner's compromise with Keller Benvenuti	0.7	\$ 595
11/20/2020	L	5	Review KPMG Final Fee Application in order to summarize facts (Doc. 8921)	0.8	\$ 680
11/20/2020	L	7	Document and confirm terms of Fee Examiner's compromise with Simpson Thacher & Bartlett	0.8	\$ 680
11/20/2020	L	5	Review Trident Final Fee Application in order to summarize facts (Doc. 8866)	0.3	\$ 255

Date	Project	Task Code		Hours	Fee
11/20/2020	L	6	Draft, revise and edit Exhibit "I," (Weil Gotschal) setting forth the agreed terms of compromise and the information required under Second Amended Fee Procedures Order (Doc. 5572)	4.2	\$ 3,570
11/21/2020	L	6	Draft, revise and edit Exhibit "C," (Keller Benvenuti) setting forth the agreed terms of compromise and the information required under Second Amended Fee Procedures Order (Doc. 5572)	0.8	\$ 680
11/21/2020	L	6	Draft, revise and edit Exhibit "G," (Simpson Thacher) setting forth the agreed terms of compromise and the information required under Second Amended Fee Procedures Order (Doc. 5572)	1.7	\$ 1,445
11/21/2020	L	7	Document and confirm terms of Fee Examiner's compromise with Trident	0.2	\$ 170
11/22/2020	L	7	Document and confirm terms of Fee Examiner's compromise with KPMG	1.4	\$ 1,190
11/22/2020	L	6	Draft, revise and edit Exhibit "H," (Trident) setting forth the agreed terms of compromise and the information required under Second Amended Fee Procedures Order (Doc. 5572)	0.4	\$ 340
11/23/2020	L	6	Draft, revise and edit Exhibit "D," (KPMG) setting forth the agreed terms of compromise and the information required under Second Amended Fee Procedures Order (Doc. 5572)	0.7	\$ 595
11/23/2020	L	6	Draft, revise, edit and file <u>Notice of Final Applications Allowing and Authorizing Payment of Fees and Expenses of Multiple Fee Applicants Based Upon Compromises with the Fee Examiner (2nd Set)</u> (Doc. 9596); assemble and attach Exhibits "A" through "I"	8.7	\$ 7,395
12/12/2020	L	5	Review Docket Text Order removing matter from calendar for lack of objection and forward to all Fee Applicants subject to the Notice	1.2	\$ 1,020

Date	Project	Task Code		Hours	Fee
12/14/2020	L	5	Review, revise and approve for lodging nine forms of orders approving final fee applications; confirm accounting with each Fee Applicant	5.7	\$ 4,845
				61.8	\$ 52,530



Date	Project	Task Code		Hours	Fee
1/16/2021	M	5	Review Axiom Advisors Final Fee Application in order to summarize facts (Doc. 8888)	0.2	\$ 170
1/16/2021	M	5	Review Lynn A. Baker Final Fee Application in order to summarize facts (Doc. 8843)	0.1	\$ 85
1/16/2021	M	5	Review Clarence Dyer & Cohen Final Fee Application in order to summarize facts (Doc. 8918)	0.4	\$ 340
1/16/2021	M	5	Review Covington & Burling Final Fee Application in order to summarize facts (Doc. 8920)	0.4	\$ 340
1/17/2021	M	7	Document and confirm terms of Fee Examiner's compromise with Axiom	0.1	\$ 85
1/17/2021	M	7	Document and confirm terms of Fee Examiner's compromise with Lynn A. Baker	0.2	\$ 170
1/17/2021	M	7	Document and confirm terms of Fee Examiner's compromise with Clarence Dyer & Cohen	0.5	\$ 425
1/17/2021	M	7	Document and confirm terms of Fee Examiner's compromise with Covington & Burling	0.3	\$ 255
1/17/2021	M	5	Review Deloitte & Touche Final Fee Application in order to summarize facts (Doc. 8871)	0.3	\$ 255
1/17/2021	M	5	Review Dundon Advisors Final Fee Application in order to summarize facts (Doc. 8899)	0.1	\$ 85
1/17/2021	M	5	Review FTI Final Fee Application in order to summarize facts (Doc. 8886)	0.3	\$ 255
1/17/2021	M	5	Review Groom Law Group Final Fee Application in order to summarize facts (Doc. 8913)	0.2	\$ 170
1/18/2021	M	6	Draft, revise and edit Exhibit "A," (Axiom) setting forth the agreed terms of compromise and the information required under Second Amended Fee Procedures Order (Doc. 5572)	0.4	\$ 340
1/18/2021	M	6	Draft, revise and edit Exhibit "B," (Lynn Baker) setting forth the agreed terms of compromise and the information required under Second Amended Fee Procedures Order (Doc. 5572)	0.2	\$ 170

Date	Project	Task Code		Hours	Fee
1/18/2021	M	6	Draft, revise and edit Exhibit "C," (Clarence Dyer) setting forth the agreed terms of compromise and the information required under Second Amended Fee Procedures Order (Doc. 5572)	1.6	\$ 1,360
1/18/2021	M	6	Draft, revise and edit Exhibit "D," (Covington & Burling) setting forth the agreed terms of compromise and the information required under Second Amended Fee Procedures Order (Doc. 5572)	1.2	\$ 1,020
1/18/2021	M	7	Document and confirm terms of Fee Examiner's compromise with Deloitte & Touche	0.4	\$ 340
1/18/2021	M	7	Document and confirm terms of Fee Examiner's compromise with Dundon Advisors	0.1	\$ 85
1/18/2021	M	7	Document and confirm terms of Fee Examiner's compromise with FTI	0.4	\$ 340
1/18/2021	M	7	Document and confirm terms of Fee Examiner's compromise with Groom Law Group	0.3	\$ 255
1/18/2021	M	5	Review Hunton Andrews & Kurth Final Fee Application in order to summarize facts (Doc. 8929)	0.3	\$ 255
1/18/2021	M	5	Review Latham & Watkins Final Fee Application in order to summarize facts (Doc. 8927)	0.4	\$ 340
1/18/2021	M	5	Review Lazard Freres Final Fee Application in order to summarize facts (Doc. 8914)	1.6	\$ 1,360
1/18/2021	M	5	Review Lincoln Partners Final Fee Application in order to summarize facts (Doc. 8867)	0.4	\$ 340
1/19/2021	M	6	Draft, revise and edit Exhibit "E," (Deloitte & Touche) setting forth the agreed terms of compromise and the information required under Second Amended Fee Procedures Order (Doc. 5572)	0.3	\$ 255
1/19/2021	M	6	Draft, revise and edit Exhibit "F," (Dundon Advisors) setting forth the agreed terms of compromise and the information required under Second Amended Fee Procedures Order (Doc. 5572)	0.2	\$ 170
1/19/2021	M	6	Draft, revise and edit Exhibit "G," (FTI) setting forth the agreed terms of compromise and the information required under Second Amended Fee Procedures Order (Doc. 5572)	0.7	\$ 595

Date	Project	Task Code		Hours	Fee
1/19/2021	M	6	Draft, revise and edit Exhibit "H," (Groom Law Group) setting forth the agreed terms of compromise and the information required under Second Amended Fee Procedures Order (Doc. 5572)	1.4	\$ 1,190
1/19/2021	M	7	Document and confirm terms of Fee Examiner's compromise with Hunton Andrews & Kurth	0.3	\$ 255
1/19/2021	M	7	Document and confirm terms of Fee Examiner's compromise with Latham & Watkins	0.3	\$ 255
1/19/2021	M	7	Document and confirm terms of Fee Examiner's compromise with Lazard Freres	0.4	\$ 340
1/19/2021	M	7	Document and confirm terms of Fee Examiner's compromise with Lincoln Partners	0.3	\$ 255
1/20/2021	M	6	Draft, revise and edit Exhibit "I," (Hunton Andrews & Kurth) setting forth the agreed terms of compromise and the information required under Second Amended Fee Procedures Order (Doc. 5572)	1.7	\$ 1,445
1/20/2021	M	6	Draft, revise and edit Exhibit "J," (Latham & Watkins) setting forth the agreed terms of compromise and the information required under Second Amended Fee Procedures Order (Doc. 5572)	1.5	\$ 1,275
1/20/2021	M	6	Draft, revise and edit Exhibit "K," (Lazard Freres) setting forth the agreed terms of compromise and the information required under Second Amended Fee Procedures Order (Doc. 5572)	1.7	\$ 1,445
1/20/2021	M	6	Draft, revise and edit Exhibit "L," (Lincoln Partners) setting forth the agreed terms of compromise and the information required under Second Amended Fee Procedures Order (Doc. 5572)	0.7	\$ 595
1/24/2021	M	5	Review MacConaghy & Burnier Final Fee Application in order to summarize facts (Doc. 8946)	0.2	\$ 170
1/24/2021	M	5	Review Morrison & Foerster Final Fee Application in order to summarize facts (Doc. 8939)	0.6	\$ 510
1/24/2021	M	5	Review Pillsbury Final Fee Application in order to summarize facts (Doc. 8919)	0.7	\$ 595

Date	Project	Task Code		Hours	Fee
1/24/2021	M	5	Review Pricewaterhouse Cooper Final Fee Application in order to summarize facts (Doc. 8953)	0.6	\$ 510
1/25/2021	M	7	Document and confirm terms of Fee Examiner's compromise with MacConaghy & Barnier	0.2	\$ 170
1/25/2021	M	7	Document and confirm terms of Fee Examiner's compromise with Morrison & Foerster	0.4	\$ 340
1/25/2021	M	7	Document and confirm terms of Fee Examiner's compromise with Pillsbury	0.3	\$ 255
1/25/2021	M	7	Document and confirm terms of Fee Examiner's compromise with Pricewaterhouse Cooper	0.7	\$ 595
1/26/2021	M	6	Draft, revise and edit Exhibit "M," (MacConaghy & Barnier) setting forth the agreed terms of compromise and the information required under Second Amended Fee Procedures Order (Doc. 5572)	0.3	\$ 255
1/26/2021	M	6	Draft, revise and edit Exhibit "N," (Morrison & Foerster) setting forth the agreed terms of compromise and the information required under Second Amended Fee Procedures Order (Doc. 5572)	2.1	\$ 1,785
1/26/2021	M	6	Draft, revise and edit Exhibit "O," (Pillsbury) setting forth the agreed terms of compromise and the information required under Second Amended Fee Procedures Order (Doc. 5572)	0.8	\$ 680
1/26/2021	M	6	Draft, revise and edit Exhibit "P," (Pricewaterhouse Cooper) setting forth the agreed terms of compromise and the information required under Second Amended Fee Procedures Order (Doc. 5572)	1.9	\$ 1,615
1/27/2021	M	5	Review Prime Clerk Final Fee Application in order to summarize facts (Doc. 8916)	0.7	\$ 595
1/27/2021	M	5	Review Steptoe & Johnson Final Fee Application in order to summarize facts (Doc. 8891)	0.7	\$ 595
1/28/2021	M	7	Document and confirm terms of Fee Examiner's compromise with Prime Clerk	0.8	\$ 680

Date	Project	Task Code		Hours	Fee
1/28/2021	M	7	Document and confirm terms of Fee Examiner's compromise with Steptoe & Johnson	0.6	\$ 510
1/28/2021	M	5	Review Willis Towers Watson Final Fee Application in order to summarize facts (Doc. 8897)	0.4	\$ 340
1/29/2021	M	6	Draft, revise and edit Exhibit "Q," (Prime Clerk) setting forth the agreed terms of compromise and the information required under Second Amended Fee Procedures Order (Doc. 5572)	1.2	\$ 1,020
1/29/2021	M	6	Draft, revise and edit Exhibit "R," (Steptoe & Johnson) setting forth the agreed terms of compromise and the information required under Second Amended Fee Procedures Order (Doc. 5572)	1.1	\$ 935
1/29/2021	M	7	Document and confirm terms of Fee Examiner's compromise with Willis Towers Watson	0.3	\$ 255
1/30/2021	M	6	Draft, revise and edit Exhibit "S," (Willis Towers Watson) setting forth the agreed terms of compromise and the information required under Second Amended Fee Procedures Order (Doc. 5572)	0.5	\$ 425
2/2/2021	M	6	Draft, revise, edit and file <u>Notice of Final Applications Allowing and Authorizing Payment of Fees and Expenses of Multiple Fee Applicants Based Upon Compromises with the Fee Examiner (3rd Set)</u> (Doc. 10081); assemble and attach Exhibits "A" through "S"	8.2	\$ 6,970
2/20/2021	M	4	Email to J. MacConaghy providing draft order	0.3	\$ 255
2/20/2021	M	4	Email to B. Williams (Lincoln Partners) providing draft order	0.3	\$ 255
2/20/2021	M	4	Email to B. Dunne (Lazard Freres) providing draft order	0.3	\$ 255
2/20/2021	M	4	Email to M. Reiss (Latham) providing draft order	0.3	\$ 255
2/20/2021	M	4	Email to J. Paget (Hunton) providing draft order	0.3	\$ 255
2/20/2021	M	4	Email to R. McSweeney (Groom) providing draft order	0.3	\$ 255
2/20/2021	M	4	Email to W. Ng (FTI) providing draft order	0.3	\$ 255
2/20/2021	M	4	Email to M. Rotschild (Deloitte) providing draft order	0.3	\$ 255
2/20/2021	M	4	Email to A. Clark (Covington) providing draft order	0.3	\$ 255
2/20/2021	M	4	Email to K. Dyer (Clarence) providing draft order	0.3	\$ 255
2/20/2021	M	4	Email to E. Kates (Prof. Baker and Dundon) providing draft order	0.3	\$ 255

Date	Project	Task Code		Hours	Fee
2/20/2021	M	4	Email to C. Price (Axiom) providing draft order	0.3	\$ 255
2/20/2021	M	4	Email to M. Martinez (Willis) providing draft order	0.3	\$ 255
2/20/2021	M	4	Email to L. Edelstein (Steptoe) providing draft order	0.3	\$ 255
2/20/2021	M	4	Email to S. Weiner (Prime Clerk) providing draft order	0.3	\$ 255
2/20/2021	M	4	Email to A. Clark Smith (PWC) providing draft order	0.3	\$ 255
2/20/2021	M	4	Email to J. Morse(Pillsbury) providing draft order	0.3	\$ 255
2/20/2021	M	4	Email to J. Hill, A. Kissner (Morrison & Foerster) providing draft order	0.3	\$ 255
2/20/2021	M	6	Draft model form of order to circulate to all Fee Applicants in the event Court approves Motion	0.7	\$ 595
				49.3	\$ 41,905

Date	Project	Task Code		Hours	Fee
8/17/2020	N	5	Review in preparation for negotiation the Fee Examiner's Report ("Initial Report") regarding Baker Hostetler's Second, Third and Fourth Interim Fee Applications; Review backup for partner/associate ratio analysis, overstaffing of meetings and use of over-qualified professionals	6.7	\$ 5,695
8/17/2020	N	5	Review US Trustee analysis of Baker Hostetler First, Second and Third Interim Fee Applications	2.6	\$ 2,210
8/18/2020	N	7	Initial discussion with E. Green re Baker Hostetler response to Fee Examiner's Initial Report; discuss response to ratio arguments; discuss issue of using partners in outlying areas with low hourly rates instead of associates in high hourly rate locations, should this change partner/associate "ratio" analysis?	2.7	\$ 2,295
8/19/2020	N	7	Further discussions with E. Green re Baker Hostetler response to Fee Examiner's Initial Report	1.4	\$ 1,190
8/19/2020	N	7	Discuss with Fee Examiner the Baker Hostetler responses and discuss range within which a compromise would be acceptable to the Fee Examiner and the US Trustee	0.7	\$ 595
8/24/2020	N	7	Further discussions with E. Green to reach compromise on Baker Hostetler First, Second and Third Fee Applications	1.1	\$ 935
8/25/2020	N	7	Discuss with E. Green issue of "pass through" expenses incurred under letter agreement with US Trustee that TCC could pay experts as expenses on Baker Hostetler invoices. This was intended to preserve the confidentiality of experts needed in litigation. However, the practice results in Expert fees not being subject to review. Agree to set aside "pass through" expenses for resolution in context of Final Fee Applications	1.4	\$ 1,190
8/26/2020	N	7	Reach compromise with E. Green that Second, Third and Fourth Baker Hostetler Fee Applications will be reduced by 4%	0.7	\$ 595
				17.3	\$ 14,705

Date	Project	Task Code		Hours	Fee
11/10/2020	O	1	Review Fee Examiner's Initial Report on Baker Hostetler Final Fee Application; Fact gathering regarding wide range of issues, including partner/associate ratios, meetings and partners doing associate work	5.7	\$ 4,845
11/14/2020	O	7	Initial discussions with E. Green re objections to Baker Hostetler Final Fee Application	1.4	\$ 1,190
11/16/2020	O	1	Review US Trustee analysis of Baker Hostetler Final Fee Applications	1.6	\$ 1,360
11/18/2020	O	1	Extensive factual review of how and why Baker Hostetler Final Fee Applications includes nearly \$8MM in "pass through" expenses that have not previously been dealt with in interim fee applications and were previously reserved as regards interim fee applications	4.1	\$ 3,485
11/20/2020	O	1	Request and review backup for \$8MM in "pass through" expenses (which are over 80% of Baker Hostetler "expenses) and are actually the fees of TCC experts pursuant to a letter agreement with the US Trustee	2.7	\$ 2,295
11/20/2020	O	1	Research application of various orders defining Fee Examiner's duties to scrutinize \$8MM in "pass through" expenses; Determine Fee Examiner is obligated to scrutinize these charges	2.2	\$ 1,870
11/21/2020	O	7	Reach agreement with Baker Hostetler regarding reduction to "pass through" expenses (Stone Turn issue)	1.1	\$ 935
11/21/2020	O	7	Reach agreement with Baker Hostetler re across the board 4% reduction in Baker Hostetler fees and expenses; inception to date	1.4	\$ 1,190
11/22/2020	O	6	Draft, revise and edit extensive summary for attachment to Notice of Final Fee Applications describing "pass through" compromise and Baker Hostetler's 4% reduction (amounting to more than \$2.25MM in reductions)	3.1	\$ 2,635
				23.3	\$ 19,805



Date	Project	Task Code		Hours	Fee
11/10/2020	P	1	Review Fee Examiner's Initial Report and backup data analysis in preparation for negotiation of Weil Gotschal Final Fee Application	5.7	\$ 4,845
11/14/2020	P	1	Review US Trustee analysis of Weil Gotschal fees	1.6	\$ 1,360
11/16/2020	P	7	Initial negotiations with S. Karotkin	0.4	\$ 340
11/16/2020	P	7	More extensive discussions with S. Karotkin	0.6	\$ 510
11/16/2020	P	7	Agree with S. Karotkin to a 4.25% reduction to all Weil Gotschal fees and costs (resulting in a reduction of over \$2.3MM)	0.4	\$ 340
11/18/2020	P	7	Communications with S. Karotkin to agree on calculation of agreed reduction for inclusion in Notice of Compromise	0.4	\$ 340
				9.1	\$ 7,735

Date	Project	Task Code		Hours	Fee
2/15/2021	Q	6	Sort and resort time entries in preparation for filing First and Final Fee Application	6.4	\$ 5,440
2/17/2021	Q	6	Draft, revise and edit First and Final Fee Application	4.4	\$ 3,740
2/19/2021	Q	6	Further drafting of First and Final Fee Application	5.7	\$ 4,845
2/20/2021	Q	6	Revisions to Exhibits for First and Final Fee Application	3.3	\$ 2,805
2/22/2021	Q	6	Further drafting of First and Final Fee Application	2.7	\$ 2,295
				22.5	\$ 19,125
				<u>721.3</u>	<u>\$ 613,105</u>

## EXHIBIT C

1 SCOTT H. McNUTT (CSBN 104696)  
324 Warren Road  
San Mateo, California 94402  
2 Telephone: (415) 760-5601  
Email: smcnutt@ml-sf.com

3  
4 Counsel to the Fee Examiner

5  
6  
7 UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
8 SAN FRANCISCO DIVISION

9 In re  
PG&E CORPORATION,

10 - and -

11 PACIFIC GAS AND ELECTRIC  
COMPANY,

12 Debtors.

- 13 ☐ Affects PG&E Corporation  
14 ☐ Affects Pacific Gas and Electric Company  
☒ Affects both Debtors

15 \* All papers shall be filed in the Lead Case,  
No. 19-30088 (DM)

Bankruptcy Case  
No. 19-30088 (DM)  
(Lead Case)  
(Jointly Administered)

Chapter 11

**CERTIFICATION OF SCOTT H.  
McNUTT IN SUPPORT OF FIRST AND  
FINAL FEE APPLICATION OF SCOTT  
H. McNUTT FOR ALLOWANCE AND  
PAYMENT OF COMPENSATION FOR  
THE PERIOD OF APRIL 12, 2019  
THROUGH AND INCLUDING APRIL 1,  
2021**

Date: March 24, 2021  
Time: 10:00 a.m. (Pacific Time)  
Place: United States Bankruptcy Court  
Courtroom 17,  
450 Golden Gate Avenue  
16<sup>th</sup> Floor  
San Francisco, CA  
(Telephonic/Video Appearances Only)

Judge: Hon. Dennis Montali

Objection Deadline: March 17, 2021

1  
2 I, Scott H. McNutt, (“**Applicant**”) hereby certify that:

3 1. I am Counsel to Professor Bruce A. Markell, the Fee Examiner in connection with the  
4 above-referenced Chapter 11 cases (the “**Chapter 11 Cases**”). I am familiar with the  
5 *Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim*  
6 *Compensation and Reimbursement of Expenses of Professionals* [Doc. No. 701] (the  
7 “**Interim Compensation Order**”, the *Guidelines for Compensation and Expense*  
8 *Reimbursement of Professionals and Trustees for the Northern District of California*,  
9 dated February 19, 2014 (the “**Local Guidelines**”), the *U.S. Trustee Guidelines for*  
10 *Reviewing Applications for Compensation and Reimbursement of Expenses Filed under*  
11 *11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013  
12 (the “**UST Guidelines**,”), and the *Fee Examiner Protocol for Chapter 11 Cases of*  
13 *PG&E Corporation and Pacific Gas and Electric Company* [Doc. No. 4473-1] (as  
14 approved by the Court’s Order dated November 15, 2019, as amended December 18,  
15 2019 and January 30, 2020 (the “**Fee Protocol**”) and together with the Local  
16 Guidelines and the UST Guidelines, the “**Fee Guidelines**”).

17 2. This Certification is made in connection with my Application, dated February 23, 2021  
18 (the “Application”) for final compensation for the period commencing April 12, 2019  
19 through and including April 1, 2021 (the “**Final Compensation Period**”).

20 As Counsel to the Fee Examiner, I am not certain of the application of the foregoing to  
21 my situation. Nonetheless, I will proceed as if they do.

22 3. Pursuant to the Local Guidelines, I certify that:

23 a. I have read the Application;

24 b. To the best of my knowledge, information and belief formed after reasonable  
25 inquiry, except as set forth in the Application, the fees sought fall within the Local

Guidelines; and

- c. The fees sought are billed at rates in accordance with those generally charged by me and generally accepted by my clients.
4. I certify that the Debtors, counsel for each of the Committees and the U.S. Trustee are each being provided with a copy of the Application in accordance with the Interim Compensation Order.
5. Scott H. McNutt responds to the questions identified in the UST Guidelines as follows:

Question 1: Did Scott H. McNutt agree to any variations from, or alternatives to any variations from, or alternatives to McNutt's standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the Final Compensation Period? If so, please explain.

Answer: No

Question 2: If the fees sought in the Application as compared to the fees budgeted for the time period covered by the Application are higher by 10% or more, did McNutt discuss the reasons for the variation with the client?

Answer: The aggregate fees sought in the Application do not exceed by 10% or more the aggregate fees as agreed between McNutt and the Fee Examiner

Question 3: Have any of the professionals included in the Application varied their hourly rate based on geographic location of the Chapter 11 Cases?

Answer: No

Question 4: Does the Application include time or fees related to reviewing or revising time records or preparing, reviewing or revising invoices? If so, please quantify by hours and fees.

Answer: No

Question 5: Does the Application include time or fees for reviewing time records to redact any privileged or other confidential information?

Answer: No

Question 6: Does the Application include any rate increases since McNutt's retention in this case?

Answer: No

1 DATED: February 23, 2021

2

3

4

By: /s/ Scott H. McNutt

Scott H. McNutt

5

Counsel to the Fee Examiner

6

7

8

9

10

11

12

13

14

15

16

17

18

19

20

21

## EXHIBIT D



**Declaration of Bruce A. Markell, Fee Examiner, in Support of Application of  
Scott H. McNutt for First and Final Allowance and Payment of Compensation  
for the Period of April 12, 2019 Through and Including April 1, 2021**

I, Bruce A. Markell, declare as follows:

1. I am the Court-Appointed Fee Examiner in the PG&E Chapter 11 cases. I submit this declaration in support of the “Application of Scott H. McNutt for First and Final Allowance and Payment of Compensation for the Period of April 12, 2019 Through and Including April 1, 2021” (the “Application”)
2. I have read and reviewed the Application, and I support it in full.
3. As the Application states, I selected Mr. McNutt as my attorney at the beginning of my appointment, a selection this Court confirmed with its order authorizing his employment.
4. Since he has been employed, Scott has worked tireless and diligently at all tasks assigned to him. He has worked efficiently with my staff to coordinate my efforts. He has worked with each of the 33 professionals within my ambit as Fee Examiner to ensure that the compromises reached were documented with appropriate acknowledgements and orders. He has worked with me to engage with various professionals in order to obtain reasonable settlements. In short, he has been invaluable in my tenure as Fee Examiner
5. I also know that Mr. McNutt logged more hours than he reports in his Application, and that he voluntarily reduced those hours to reflect our joint agreement of the reasonable value of his time and services.

I declare under penalty of perjury that the foregoing is true and correct.

Signed February 23, 2021 at Chicago, Illinois.

*/s/ Bruce A. Markell*

---

Bruce A. Markell